



# LEXIS Document Services

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December 15, 1997

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 21028 FILED  
DEC 17 '97 9-36 AM

DEC 17 9 36 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Janice,

Enclosed are 2 filings with an original plus 2 copies, both notarized. The filings are a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Central Soya Company, Inc dated 12/3/97 and R.F. Cunningham & Co. Inc dated 12/9/97, respectively. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the documents, please return the acknowledgment copies to my attention. I have enclosed a Fed X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

DEC 17 '97

9-36 AM

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9<sup>th</sup> day of December, 1997, is made by R.F. Cunningham & Co., Inc., a New York corporation, with an address at 125 Wireless Blvd. Hauppauge, NY 11788 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 01 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Nardella Coblago  
Name: Nancy Nardella Coblago  
Title: Vice President

R.F. CUNNINGHAM &amp; CO., INC.

By: Michael Donnelly  
Name: Michael Donnelly  
Title: PRESIDENT

STATE OF NY )  
 )  
COUNTY OF Suffolk )

PEOPLE'S ALLIANCE  
FEDERAL CREDIT UNION,  
SS: 125 WIRELESS BLVD.  
HAUPPAUGE, N.Y. 11788

On this 8 day of December, 1997 before me personally appears  
Michael Donnelly, to me personally known, who by me duly sworn, says that he/she  
is the President of R.F. CUNNINGHAM & CO., INC. (the  
"Company"), that the foregoing instrument was signed on behalf of the said Company by authority  
of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument  
was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Maria Piro

Notary Public

[SEAL]

My Commission expires:

MARIA PIRO  
NOTARY PUBLIC, State of New York  
No. 5045781  
Qualified in Suffolk County  
Commission Expires June 26, 1997

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 9<sup>th</sup> day of December, 1997 before me personally appears  
Nancy Mariella Cobiello, to me personally known, who by me duly sworn, says that he/she  
is the Vice-President of THE CIT GROUP/EQUIPMENT  
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said  
Company by authority of its Board of Directors, and he/she acknowledged that the execution of the  
foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner

Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

SCHEDULE NO. 01

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
50	4650-4750 cf capacity covered hopper cars built between 1974 & 1979	See attached Rider B

**RIDER B  
TO  
SCHEDULE NO. 01**

CEFX 15101	CEFX 15289
CEFX 15113	CEFX 15293
CEFX 15116	CEFX 15296
CEFX 15125	CEFX 15298
CEFX 15134	CEFX 15307
CEFX 15140	CEFX 15317
CEFX 15142	CEFX 15320
CEFX 15144	CEFX 15328
CEFX 15156	CEFX 15330
CEFX 15168	CEFX 15337
CEFX 15169	CEFX 15338
CEFX 15185	
CEFX 15192	
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